

ENWIN UTILITIES LTD.
BOARD OF DIRECTORS MEETING
PUBLIC MEETING MINUTES

WEDNESDAY, APRIL 24, 2024

A public meeting of the ENWIN Utilities Ltd. Board of Directors was held on Wednesday, April 24, 2024 at 4545 Rhodes Drive, Windsor, Ontario and via Zoom Conference call.

ATTENDANCE:

Directors: Garnet Fenn (Chair), Leo Muzzatti, Gregory Ioanidis, Andrea Orr.

Management: President & CEO G. Rossi; Chief Business Development Officer Kris Taylor; Chief Operating Officer- Water R. Spagnuolo; Chief Operating Officer - Hydro J. Brown; Chief Financial Officer M. Carlini; Chief Risk Officer P. Gleason; Chief People Officer M. Bonnici; Director Engineering (Water) C. Manzon; Director of Water Operations D. Melnyk; Director of Hydro Engineering – M. Vinhaes; Director of Information Technology M. Vinhaes; Director of Finance G. Boose; Director of Procurement and Supply Chain R. McIntyre; Director Regulatory Affairs C. Bebbington; Governance and Records Coordinator A. Pelaccia.

Guests: Lorie Gregg, City of Windsor
Cynthia Swift, KPMG

Regrets: Drew Dilkens, Jo-Anne Gignac

CALL TO ORDER & DECLARATION OF CONFLICTS OF INTEREST

The Chair noting quorum called the meeting to order at 8:57 a.m.

No conflicts of interest were declared.

CONSENT AGENDA

Moved and seconded

That the following Consent Agenda items be approved as recommended:

3.1 EWU Board Meeting Minutes for February 21, 2024

3.2 Contract Extension – Coagulant

-CARRIED

IN CAMERA SESSION

All guests, excluding the Executive Team, Director of Regulatory Affairs, and the Governance and Records Coordinator were excused from the meeting.

Moved and seconded
That the Board move to an In Camera session.

-CARRIED

The In Camera session commenced at 8:58 a.m.

The In Camera session concluded at 10:18 a.m.

RESUME PUBLIC MEETING SESSION

Moved and seconded
That the Board move to resume the public meeting session.

-CARRIED

COMMUNICATION AGENDA

A Board Member provided a correction to item 5.4, Draft EWU Audit & Finance Committee Meeting Minutes of April 10, 2024. The minutes were received as amended.

The President & CEO provided an overview of item 5.5, President and CEO: Strategic and Operational Report. He informed the Board that the new format of this report includes business operations details from the reports that had previously been brought to the Board by each Chief. The Board thanked the CEO and provided their thanks for the new format.

The auditor provided an overview of items 5.7 and 5.8. She noted that she met with the WUC and EWU A&F Committees for a full review and stated that no issues had been found during the audit.

A Board Member inquired about the items noted in red in item 5.11, 2024-2028 Strategic Plan Progress report. The CEO discussed the potential concerns highlighted in the report and a potential strategy to work through the vendor issue in the future.

Moved and seconded

THAT the following Communication Agenda items BE RECEIVED as recommended:

- 5.1 Report of the Chair of the Governance & Human Resources Committee
(*Verbal Report*)
- 5.2 Draft EWU Governance & Human Resources Meeting Minutes of March 6, 2024
- 5.3 Report of the Chair of the EWU Audit & Finance Committee (*Verbal Report*)
- 5.4 Draft EWU Audit & Finance Committee Meeting Minutes of April 10, 2024
- 5.5 President and CEO: Strategic and Operational Report
- 5.6 Regulatory Affairs Update – Hydro
- 5.7 WUC 2023 Financial Review
- 5.8 2023 Audited Financial Statements – WUC
- 5.9 Contract Approval Summary – Water
- 5.10 2023 Annual Report Draft – Windsor Canada Utilities Ltd.
- 5.11 2024-2028 Strategic Plan Progress

-CARRIED

ENWIN EXECUTIVE REPORTS

6.1 COMMITTEE CHARTERS AND SCHEDULE

The Director of Regulatory Affairs reviewed the Committee charters with the Board.

Board Members reviewed and discussed the Charters, including changes to Committee responsibilities due to the creation of a new Risk & Governance Committee. The Board made suggestions to amend the Charters, which were approved as amended and Management promised to provide the updated versions via e-mail after the meeting.

Moved and seconded.

THAT the Committee Charters and Schedule report BE RECEIVED for information.

AND THAT the Risk & Governance Committee Charter, Human Resources & Compensation Committee Charter, Audit & Finance Committee Charter, Executive Committee Charter, and updated Board and Committee Schedule in the forms attached as Appendices A to E BE APPROVED as amended by the Board.

AND THAT the following Directors BE APPOINTED to the Risk & Governance Committee: Garnet Fenn, Andrea Orr, Leo Muzzatti, Drew Dilkens, and Gregory Ioanidis, with Gregory Ioanidis appointed as Chair.

AND THAT the following Directors BE APPOINTED to the Human Resources & Compensation Committee: Garnet Fenn, Andrea Orr, Gregory Ioanidis, and Leo Muzzatti, with Leo Muzzatti appointed as the Chair.

AND THAT Andrea Orr BE APPOINTED as Chair of Audit & Finance Committee.

-CARRIED

6.2 EWU 2023 FINANCIAL REVIEW

The Auditor verified that item 6.2 and 6.3 was reviewed by the A&F Committee. She confirmed that no deficiencies were found during the audit and had the full support of Management.

Moved and seconded.

THAT the EWU 2023 Financial Review report BE RECEIVED AND APPROVED.

-CARRIED

6.3 EWU AUDITED FINANCIAL STATEMENTS

Moved and seconded.

THAT the EWU 2023 Audited Financial Statements report BE RECEIVED for information;

AND THAT the EWU 2023 Audited Financial Statements BE APPROVED.

-CARRIED

OTHER BUSINESS

The Chair requested a review of upcoming AI legislation to be provided at the Risk & Governance Meeting.

TERMINATION

Moved and seconded

That the meeting be terminated.

-CARRIED

The meeting terminated at 10:44 a.m.

Recording Secretary

Board Chair